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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

)
In re) Chapter 11
)
DPH HOLDINGS CORP., *et al.*,) Case No. 05-44481 (RDD)
) Jointly Administered
)
Reorganized Debtors.)

**JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND CALSONIC KANSEI NORTH AMERICA, INC.
WITHDRAWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18664**

(CALSONIC KANSEI NORTH AMERICA, INC.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Calsonic Kansei North America, Inc. (the “Claimant”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Calsonic Kansei North America, Inc. Withdrawing Proof Of Administrative Expense Claim Number 18664 (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates including Delphi Automotive Systems LLC (“DAS LLC”), former debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then

amended, in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

WHEREAS, on July 14, 2009, the Claimant filed proof of administrative expense claim number 18664 against Delphi asserting an administrative claim in the amount of \$364,521.17 (the “Claim”).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to Order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

Whereas, on or about August 11, 2011, the Reorganized Debtors paid the Claimant \$204,622.48 (the “Partial Payment”) and Claimant reduced the Claim by the amount of the Partial Payment.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, to resolve the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Administrative Expense Claim Number 18664 is hereby deemed withdrawn with prejudice.
2. All responses and other papers filed in connection with Administrative Expense Claim Number 18664 by either Party are hereby deemed withdrawn with prejudice.
3. Nothing contained within this Stipulation shall affect the Claimant's right to retain the Partial Payment.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

It is so ordered in White Plains, New York, this 8th day of November, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

BUTZEL LONG, a professional corporation

BRADLEY ARANT BOALT CUMMINGS, LLP

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